

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**TECHNOLOGY RISK COMMITTEE CHARTER**

**October 2025**

This Technology Risk Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Take-Two Interactive Software, Inc. (the “Company”).

**Purpose**

The purpose of the Technology Risk Committee (the “Committee”) is to assist the Board in fulfilling its responsibilities to oversee policies with respect to technology specific risk management. In furtherance of such purpose and as set forth below, the Committee will review and discuss risk management policies with the Company’s management, internal audit staff, and the independent auditor, including the Company’s plans and processes to monitor and control such risks and exposures, including, without limitation, risks related to cybersecurity, artificial intelligence, data security, disaster recovery, game and publishing technology, and other emerging technology risks. The Committee will also take such other actions within the scope of this Charter as the Committee or the Board deems necessary or appropriate.

**Membership**

The Committee will consist of three or more members of the Board, at least a majority of whom qualify as independent directors (“Independent Directors”) under the listing standards of NASDAQ and SEC rules and applicable law.

The members of the Committee will be appointed by and serve at the discretion of the Board. Except as provided in this Charter, Committee members will be appointed annually for a term of one year or until their successors have been duly appointed and qualified. Committee members may be removed at any time, and vacancies will be filled, by a majority vote of the Board.

Unless a Chair of the Committee is appointed by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director.

**Meetings and Procedures**

- The Committee shall fix its own rules of procedure, which shall be consistent with the Certificate of Incorporation and Bylaws of the Company and this Charter. In the event the Committee fails to adopt any particular rule of procedure, the comparable provision set forth in the Company’s Bylaws applicable to Board committees (or if no such provision exists, applicable to the Board) shall apply to the Committee.

- The Committee shall meet at least two times annually and more frequently as circumstances require.
- The Chair of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- The Chair shall set the agenda of items to be addressed at each meeting and shall, if practicable, circulate the agenda to each member of the Committee in advance of each meeting.
- A majority of the members of the Committee shall constitute a quorum and the Committee may act by a majority of its members unless otherwise specified in this Charter.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may, to the extent permitted by applicable law, delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee may, to the extent permitted by applicable law, delegate to any member thereof such power and authority to execute documents and carry out actions on behalf of the Committee as the Committee deems appropriate.
- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee, meet with any Committee members or representatives of the Committee's counsel, officers or experts and/or provide such pertinent information as the Committee requests.
- Following each of its meetings, the Committee shall report on the meeting to the Board, which report shall include a description of all significant actions taken or matters discussed by the Committee at the meeting.
- The Committee will keep written minutes of its meetings, which minutes shall be provided to the Board and maintained with the books and records of the Company.

## **Responsibilities and Duties**

Risk Assessment and risk management are the responsibility of the Company's management. The Committee has an oversight role and in fulfilling that role it relies on the reviews and reports described below. The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

- Review and discuss with management key technology specific risk exposures, including those related to cybersecurity, artificial intelligence, data security, disaster recovery, game and publishing technology, and other emerging technology risks, the steps the Company has taken to detect, monitor and actively manage such exposures, and the Company's risk assessment and risk management policies relating to such exposures; and regularly report to the Board regarding such reviews and discussions.
- Review and discuss with management the Company's enterprise risk management function and structure, including risk governance structure, risk assessment and risk management

practices and guidelines, and policies and processes for risk assessment and risk management as it relates to technology specific risk.

- Receive, as and when appropriate, reports from the Company's internal audit and compliance staff on the results of relevant risk management reviews and assessments.
- Review periodic reports from members of management as appropriate, regarding ongoing enhancements to, and overall effectiveness of, the Company's enterprise risk management program as it relates to technology specific risk.
- Review disclosure regarding technology risks for the Company's Annual Report on Form 10-K as well as any significant updates to such disclosure.
- Review reports on select technology risk topics as the Committee deems appropriate from time to time.
- Meet periodically in executive session without Company management present.
- Annually evaluate the performance of the Committee, including by reviewing the Committee's compliance with this Charter.
- Review and reassess annually the adequacy of this Charter and recommend to the Board any appropriate changes. Cause the Company to post updated versions of this Charter and the charters of the other committees of the Board on the Company's website and as required by applicable law and as otherwise deemed advisable by the Committee.
- Perform such other activities or functions and adopt such other policies and procedures consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

### **Investigations and Studies; Outside Advisors; Reliance**

- The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such experts and other professionals as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Committee. Without limiting the foregoing, the Committee shall have the sole authority, in its discretion, to decide whether to retain a search firm to assist the Committee in identifying, evaluating and attracting director candidates. If the Committee decides to retain such a firm, the Committee shall have the sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Company, and to terminate the firm at any time.
- In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, internal auditors, internal and outside counsel and such other outside advisors and experts as it deems necessary or appropriate. Prior to retaining any external firm, advisor, expert or the like, the Committee Chair will consult with the Company's General

Counsel in order to ensure that there is no conflict of interests due to a prior and existing relationship between such party and the Company; provided that the Committee shall have the final discretion to retain any such accountants, auditors, counsel and other advisors.

This Charter is in all respects subject to the provisions of the Certificate of Incorporation and Bylaws of the Company. This Charter may be amended from time to time upon the approval of the Board.